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CUSTOMER NO: 6922A

CUSTOMER: Alfred G. Morici, Esq  
WEINER, MORICI & ARONSON, P.A.  
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102 North Swinton Avenue

Delray Beach, FL 33444-2614

*Tamara*  
GAVE  
~~100002723401~~ --- 1  
AUTHORIZATION BY PHONE TO  
CORRECT - *mailing add*  
DATE *12/29*  
EXAM *W*

DOMESTIC FILING

NAME: CHAMBERS ATLANTIC PROPERTIES,  
L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

CONTACT PERSON	Tamara Odom
Availability	<i>W</i>
Document Examiner	<i>W</i>
Updater	<i>W</i>
Updater Verifier	<i>W</i>
Acknowledgement	<i>W</i>
Notary	<i>W</i>

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*12/28*  
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RECEIVED  
98 DEC 28 PM 12:13

ARTICLES OF ORGANIZATION  
OF  
CHAMBERS ATLANTIC PROPERTIES, L.C.

FILED  
98 DEC 28 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be CHAMBERS ATLANTIC PROPERTIES, L.C., and its principal place of business shall be in the City of Delray Beach, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth

to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, associations, or corporation carrying on any kind of business or a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the

accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers therein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the state of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III

#### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Ten Thousand Dollars (\$10,000.00) cash or other property shall be paid to the limited liability company by the three (3) members in proportionate shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportionate shares.

## ARTICLE IV

### PROFITS AND LOSSES

(a) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall initially be entitled to the distributive share of the profits specified as follows:

C.P. Chambers	ninety-eight (98.0%) percent
Susan Chambers	one (1.0%) percent
Thomas Tzikas	one (1.0%) percent

The distributive share of the profits shall be determined and paid to the members April 1st of each calendar year.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members initially in the following shares:

C.P. Chambers	ninety-eight (98.0%) percent
Susan Chambers	one (1.0%) percent
Thomas Tzikas	one (1.0%) percent

(c) **Modification of Profits and Losses.** Commencing in the second year of the limited liability company, the foregoing percentages of profits and losses may be modified by the members.

## ARTICLE V

### LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

## ARTICLE VI

### DURATION

This limited liability company shall exist until twenty (20) years from the date of filing with the Department of State, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE VII

### PRINCIPAL PLACE OF BUSINESS

~~mailing address and~~  
The/principal office of this limited liability company shall be located at 5300 West Atlantic Avenue, Suite 400, in the City of Delray Beach, County of Palm Beach, State of Florida.

## ARTICLE VIII

### MANAGEMENT

This limited liability company shall be managed by an operating manager . The name and address of the person who shall serve as such until the first annual meeting of members or until

a successor is elected and qualified is as follows: Susan Chambers, 5300 West Atlantic Avenue, Suite 400, Delray Beach, Florida 33484.

#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 102 N. Swinton Avenue, City of Delray Beach, County of Palm Beach, State of Florida 33444, and the name of its initial registered agent at such address is Michael S. Weiner, Esquire.

#### ARTICLE X

##### RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

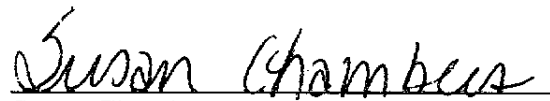
A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Chamber Atlantic

Properties, L.C.

Executed by the undersigned at Delray Beach, Florida on December 23, 1998.

  
Susan Chambers

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

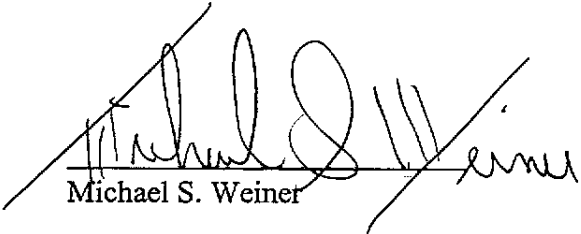
1. The name of the limited liability company is:

CHAMBERS ATLANTIC PROPERTIES, L.C.

2. The name and address of the registered agent and office is:

Michael S. Weiner  
102 North Swinton Avenue  
Delray Beach, FL 33444

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Michael S. Weiner

(Date)

12/21/98

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